

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 21120-F FILED

NOV 19 '04 8-24 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

November 18, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease, dated as of November 12, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Commission under Recordation Number 21120-A.

The names and addresses of the parties to the enclosed document are:

Lessor: Key Equipment Finance
54 State Street
8th Floor
Albany, New York 12207

Lessee: Northwest Container Services, Inc.
11920 North Burgard Road
Portland Oregon 97203

Mr. Vernon A. Williams
November 18, 2004
Page 2

A description of the railroad equipment covered by the enclosed document
is:

6 railcars; NWCX 1020 -- NWCX 1025.

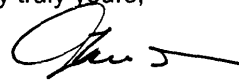
A short summary of the document to appear in the index is:

Termination of Lease.

Also enclosed is a check in the amount of \$32.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

Termination of Lease

This Termination of Lease constitutes the acknowledgement of the undersigned parties that Master Lease Schedule No. 02 dated as of December 12, 1997 ("Schedule") which was made a part of the Master Lease Agreement dated as of December 12, 1997 as amended ("Master Lease") between Key Equipment Finance, a Division of Key Corporate Capital Inc., as the lessor, and Northwest Container Services, Inc. as the lessee, has expired or terminated as to all equipment leased thereunder and which is more specifically described on Exhibit A hereto.

Such Master Lease and Schedule were filed with the Surface Transportation Board, successor to the Interstate Commerce Commission, on December 30, 1997, at 2:00 p.m. under Recordation Number 21120-A.

This Termination of Lease may be executed by the parties on separate counterparts.

Dated as of November 17, 2004.

Key Equipment Finance, a Division of Key Corporate Capital Inc., Northwest Container Services, Inc.

By: _____
Name: _____
Title: _____

By: Jason J. Bjornholt
Name: JASON J. BJORNHOLT
Title: CFO

STATE OF _____)
) ss.:
COUNTY OF _____)

STATE OF OREGON)
) ss.:
COUNTY OF MULTNOMAH)

On this _____ (Day) day of _____
(Month), _____ (Year), before me the subscriber
personally appeared _____,
who being by me duly sworn, did depose and say; that
(s)he resides at _____ County, State of
_____: that (s)he is a _____ of
_____, the corporation
described in and which executed the foregoing
instrument; and that (s)he signed his/her name thereto
by order of the Board of Directors of said corporation.

On this 17 (Day) day of NOVEMBER
(Month), 2004 (Year), before me the subscriber
personally appeared JASON J. BJORNHOLT,
who being by me duly sworn, did depose and say; that
(s)he resides at MULTNOMAH County, State of
OREGON; that (s)he is a
CHIEF FINANCIAL OFFICER of
NORTHWEST CONTAINER SVCS. the corporation
described in and which executed the foregoing
instrument; and that (s)he signed his/her name thereto
by order of the Board of Directors of said corporation.

NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC

My Commission Expires: 12-19-09

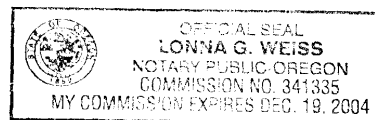


EXHIBIT A
To Termination of Lease

Five (5) Unit Max III Cars Lettered and Numbered:

NWCX 1020
NWCX 1021
NWCX 1022
NWCX 1023
NWCX 1024